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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR

CHAPTER 11

**Stipulated Motion For Approval of  
Compromise Settlement of Rosalie Morgan  
Proof of Claim and to Vacate Settlement  
Conference and Status Conference**

**Settlement Conference: June 11, 2012  
Time: 9:00 a.m.**

**Status Conference: July 17, 2012  
Time: 10:00 a.m.**

USACM Liquidating Trust (the "USACM Trust"), by and through its counsel, Lewis and Roca LLP, and Rosalie Morgan ("Ms. Morgan") hereby stipulate to settle Ms. Morgan's proof of claim against the estate of USA Commercial Mortgage Company ("USACM").

The USACM Trust and Ms. Morgan stipulate:

1. Ms. Morgan filed Proof of Claim No. 10725-01512 based upon an investment in Binford Medical Developers Loan in the amount of \$126,910.00.
2. On August 7, 2011, USACM Liquidating Trust filed its Second Omnibus Objection of USACM Trust to Proof of Claim Based Entirely Upon Investment in the Binford Medical Developers Loan [DE 8855].
3. Ms. Morgan responded and requested that the hearing be continued.

1           4.     A settlement conference is currently scheduled for June 11, 2012 in Reno,  
2 NV before the Honorable Gregg W. Zive.

3           5.     The Trustee has considered Ms. Morgan's proof of claim, the documents to  
4 support the claim and the dialog between the parties. Disputing Ms. Morgan's claim  
5 would require the Trust to submit to the mediation and then attend a trial.

6           6.     The parties have agreed to settle Ms. Morgan's proof of claim No. 10725-  
7 01512 in the amount of \$126,910.00 by allowing 15% (\$19,036.50) and disallowing 85%  
8 (\$107,873.50). The other direct lenders who invested in the Binford Loan likewise  
9 received a 15% claim and Ms. Morgan is simply receiving the same treatment. Ms.  
10 Morgan will withdraw her response to the Binford Objection and that objection will be  
11 deemed sustained in accordance with these terms;

- 12           • The Second Omnibus Objection of USACM Trust to Proof of Claim Based  
13 Entirely Upon Investment in the Binford Medical Developers Loan [DE  
14 8855] shall be sustained as it relates to Proof of claim No. 10725-01512 in  
15 the amount of \$126,910.00;
- 16           • Proof of claim No. 10725-01512 shall be allowed in the amount of  
17 \$19,036.50, and the remainder of the claim (\$107,873.50) is disallowed;
- 18           • Based on the allowed portion of the claim, Ms. Morgan shall immediately  
19 receive the first distribution of \$936.59 (4.92%), and the second distribution  
20 of \$738.61 (3.88%) and will share in any future distributions based upon her  
21 allowed claim in the amount of \$19,036.50;
- 22           • All other funds reserved for Ms. Morgan's Claim shall be released from the  
23 Disputed Claims Reserve and made available to the Trust for whatever  
24 purpose is appropriate in the administration of the Trust; and
- 25           • Each party shall bear their own costs and attorneys' fees.

26           The Trustee and Ms. Morgan respectfully request that the court approve their  
27 compromise agreement and grant the Motion. Notice to creditors and a hearing are not  
28

1 required pursuant to the Confirmed Plan, Bankruptcy Code or Rules. A proposed form of  
2 order is supplied for the Court's consideration.

3 Dated: June 4, 2012

4  
5 **LEWIS AND ROCA LLP**

6  
7 By /s/ John Hinderaker (AZ #018024)

8 Robert M. Charles, Jr.

9 John Hinderaker (*pro hac vice*)

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15 **STIPULATED AND AGREED**  
16 **AS TO FORM AND CONTENT**

17 /s/ Rosalie Morgan 

18 Rosalie Morgan

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